

WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	
In re	: Chapter 11
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	: Case No. 18-23538 (RDD)
Debtors. ¹	: (Jointly Administered)
-----X	

**NOTICE OF FILING OF NINTH
SUPPLEMENTAL ORDINARY COURSE PROFESSIONALS LIST**

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

PLEASE TAKE NOTICE that on February 12, 2019, the United States Bankruptcy Court for the Southern District of New York (the “**Bankruptcy Court**”) entered the *Amended Order Authorizing Debtors to Employ Professionals Used in the Ordinary Course of Business Nunc Pro Tunc to the Commencement Date* (ECF No. 2560) (the “**Amended Order**”) authorizing Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”) to establish certain procedures to retain and compensate those professionals that the Debtors employ in the ordinary course of business (collectively, the “**Ordinary Course Professionals**”). Attached to the Amended Order as **Exhibits 1, 2, and 3** are initial lists of Ordinary Course Professionals (collectively, the “**OCP Lists**”).

PLEASE TAKE FURTHER NOTICE that pursuant to the Amended Order, the Debtors, in the exercise of their business judgment, seek to add the Ordinary Course Professionals listed below (the “**Supplemental OCPs**”) to the OCP Lists for performance of services to the Debtors related to the Debtors’ performance of their obligations under the Asset Purchase Agreement, dated as of January 17, 2019, as amended, as indicated below.

Tier 2 Ordinary Course Professionals

Professional	Address	Contact	Services Performed By Professional
Clarke Gittens Farmer	Parker House, Wildey Business Park Wildey Road, St. Michael BB14006, Barbados	Attn: Gillian Clarke	Provides commercial transaction legal advice in Barbados
Mattos Filho, Veiga Filho, Marrey Jr. E Quiroga Advogados	34 East 51st Street 12th Floor New York, NY 10022	Attn: Amanda Felten de Caires	Provides commercial transaction legal advice in Brazil

PLEASE TAKE FURTHER NOTICE that attached hereto as **Exhibit A** are the completed Ordinary Course Professional Affidavit and Retention Questionnaire for the Supplemental OCPs.

Dated: September 3, 2019
New York, New York

/s/ Jacqueline Marcus
WEIL, GOTSHAL & MANGES LLP
767 Fifth Avenue
New York, New York 10153
Telephone: (212) 310-8000
Facsimile: (212) 310-8007
Ray C. Schrock, P.C.
Jacqueline Marcus
Garrett A. Fail
Sunny Singh

*Attorneys for Debtors
and Debtors in Possession*

Exhibit A

Completed Ordinary Course Professional Affidavits and Retention Questionnaires

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re :
: Chapter 11
SEARS HOLDINGS CORPORATION, *et al.*, :
: Case No. 18-23538 (RDD)
: (Jointly Administered)
Debtors.¹ :
-----X

**AFFIDAVIT AND DISCLOSURE STATEMENT OF GILLIAN M. H. CLARKE,
ON BEHALF OF CLARKE GITTENS FARMER, ATTORNEYS-AT-LAW**

GILLIAN M.H. CLARKE, being duly sworn, upon her oath, deposes and says as follows:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

1. I am a Partner of Clarke Gittens Farmer, Attorneys-at-Law, located at Parker House, Wildey Business Park, Wildey Road, St. Michael, Barbados, BB14006 (the **"Firm"**).

2. Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the **"Debtors"**), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services (the **"Services"**).

3. The Services include, but are not limited to, the following:

Scenario A: Name Change and Transfer of Sears International (Barbados) Inc.

- Name Change: Name change to remove "Sears"; and
- Transfer: Transfer of the shares of Sears International (Barbados) Inc. into a liquidating trust.

Scenario B: Winding up / dissolving Sears International (Barbados) Inc.

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors' chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person's attorneys, or such person's accountants that would be adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

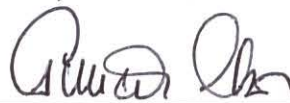
5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

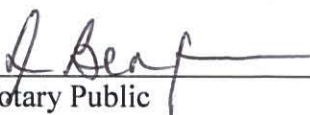
7. As of the commencement of this chapter 11 case, the Debtors owed the Firm \$0.00 in respect of prepetition services rendered to the Debtors.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on August 13, 2019, at Warrens, St. Michael.

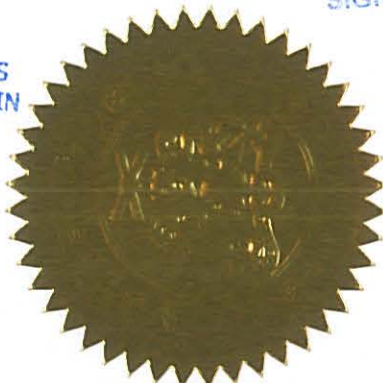

Gillian M.H. Clarke

SWORN TO AND SUBSCRIBED before
Me this 13th day of August, 2019


Notary Public

STAMP DUTY: \$10.00
AMOUNT PAID: \$10.00
RECEIPT NO: 609371
DATE: 2019-08-13
SIGNATURE: J. Berf

(99) ASST. REGISTRAR AND AS
SUCH A NOTARY PUBLIC IN
AND FOR BARBADOS



UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X	
In re	:
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	:
	:
	:
Debtors. ¹	:
-----X	

Chapter 11
Case No. 18-23538 (RDD)
(Jointly Administered)

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession (collectively, the “Debtors”).

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

1. Name and address of professional:

CLARKE GITTENS FARMER, ATTORNEYS-AT-LAW, PARKER HOUSE, WILDEY
BUSINESS PARK, WILDEY ROAD, ST. MICHAEL, BARBADOS BB14006.

2. Date of retention: AUGUST 7, 2019

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

3. Type of services to be provided:

LEGAL

4. Brief description of services to be provided:

Scenario A: Name Change and Transfer of Sears International (Barbados), Inc.

1. Name Change: Name change to remove "Sears"; and
2. Transfer: Transfer of the stock of Sears International (Barbados), Inc. into a liquidating trust.

Scenario B: Winding up / dissolving Sears International (Barbados), Inc.

5. Arrangements for compensation (hourly, contingent, etc.):

Fixed fee for the defined scope of Scenario A and Scenario B plus VAT (if any) and disbursements;

For any other work, at hourly rates

- (a) Average hourly rate (if applicable): US\$400

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition): N/A

6. Prepetition claims against the Debtors held by the company:

Amount of claim: \$ _____ N/A _____

Date claim arose: _____ N/A _____

Nature of claim: _____

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company:

Name: _____ N/A _____

Status: _____ N/A _____

Amount of claim: \$ _____ N/A _____

Date claim arose: _____ N/A _____

Nature of claim: _____ N/A _____

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:

N/A _____

9. Name and title of individual completing this form:

Gillian M.H. Clarke, Partner

Dated: August 13, 2019

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.¹
-----X

Chapter 11

Case No. 18-23538 (RDD)

(Jointly Administered)

**AFFIDAVIT AND DISCLOSURE STATEMENT OF RODRIGO FIGUEIREDO
NASCIMENTO,**

**ON BEHALF OF MATTOS FILHO, VEIGA FILHO, MARREY JR. E QUIROGA
ADVOGADOS**

RODRIGO FIGUEIREDO NASCIMENTO, being duly sworn, upon his oath, deposes
and says as follows:

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

1. I am a partner of MATTOS FILHO, VEIGA FILHO, MARREY JR. E QUIROGA ADVOGADOS, located at Alameda Joaquim Eugenio de Lima, 447, CEP 01403-001, in the City of São Paulo, State of São Paulo, Brazil, (the “**Firm**”).

2. Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession in the above-captioned chapter 11 cases (collectively, the “**Debtors**”), have requested that the Firm provide legal services to the Debtors, and the Firm has consented to provide such services (the “**Services**”).

3. The Services include, but are not limited to, the assistance in connection with corporate actions to be taken in order to (a) change the corporate name of Sears World Trade Comercial Limitada (“**Sears Brazil**”), a Brazilian entity, subsidiary of Sears Holdings Corporation, and its transfer to a liquidating trust (“**Scenario A**”) and/or (b) dissolve and wind-up Sears Brazil (“**Scenario B**”).

4. The Firm may have performed services in the past and may perform services in the future, in matters unrelated to these chapter 11 cases, for persons that are parties in interest in the Debtors’ chapter 11 cases. As part of its customary practice, the Firm is retained in cases, proceedings, and transactions involving many different parties, some of whom may represent or be claimants or employees of the Debtors, or other parties in interest in these chapter 11 cases. The Firm does not perform services for any such person in connection with these chapter 11 cases. In addition, the Firm does not have any relationship with any such person, such person’s attorneys, or such person’s accountants that would be adverse to the Debtors in the context of these chapter 11 cases or their estates with respect to the matters on which the Firm is to be retained.

5. Neither I, nor any principal of, or professional employed by the Firm has agreed to share or will share any portion of the compensation to be received from the Debtors with any other person other than principals and regular employees of the Firm.

6. Neither I nor any principal of, or professional employed by the Firm, insofar as I have been able to ascertain, holds or represents any interest materially adverse to the Debtors or their estates with respect to the matters on which the Firm is to be retained.

7. As of the commencement of this chapter 11 case, the Debtors owed the Firm zero dollars (\$0.00) in respect of prepetition services rendered to the Debtors.

8. The Firm is conducting further inquiries regarding its retention by any creditors of the Debtors, and upon conclusion of this inquiry, or at any time during the period of its employment, if the Firm should discover any facts bearing on the matters described herein, the Firm will supplement the information contained in this Affidavit.

Pursuant to 28 U.S.C. §1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct, and that this Affidavit and Disclosure Statement was executed on August 21, 2019, at Alameda Joaquim Eugenio de Lima, 447, CEP 01403-001, in the City of São Paulo, State of São Paulo, Brazil.

4º Tab.

Rodrigo Figueiredo Nascimento



**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X
In re :
 : **Chapter 11**
SEARS HOLDINGS CORPORATION, et al., :
 : **Case No. 18-23538 (RDD)**
 :
Debtors.¹ : **(Jointly Administered)**
-----X

RETENTION QUESTIONNAIRE

TO BE COMPLETED BY PROFESSIONALS EMPLOYED by Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession (collectively, the “**Debtors**”).

All questions **must** be answered. Please use “none,” “not applicable,” or “N/A,” as appropriate. If more space is needed, please complete on a separate page and attach.

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); SR – Rover de Puerto Rico, LLC (f/k/a Sears, Roebuck de Puerto Rico, Inc.) (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Rover Brands Business Unit, LLC (f/k/a Sears Brands Business Unit Corporation) (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

1. Name and address of professional: MATTOS FILHO, VEIGA FILHO, MARREY JR. E QUIROGA ADVOGADOS, located at Alameda Joaquim Eugenio de Lima, 447, CEP 01403-001, in the City of São Paulo, State of São Paulo, Brazil (“**Mattos Filho**”).
2. Date of retention: August 19, 2019
3. Type of services to be provided: Legal services
4. Brief description of services to be provided: Assistance in connection with corporate actions to be taken in order to (a) change the corporate name of Sears World Trade Comercial Limitada (“**Sears Brazil**”), a Brazilian entity, subsidiary of Sears Holdings Corporation, and its transfer to a liquidating trust (“**Scenario A**”) and/or (b) dissolve and wind-up Sears Brazil (“**Scenario B**”).
5. Arrangements for compensation (hourly, contingent, etc.): Fees for legal services will be based on the hours worked by lawyers, and expenses will be reimbursed by client based on reasonable, documented expenses actually incurred in the course of legal representation. For the scope of work agreed with Sears Holdings Corporation, Mattos Filho estimates its fees as follows:

Scenario A: from \$ 5,000.00 (five thousand dollars) to \$ 7,500.00 (seven thousand and five hundred dollars); and

Scenario B: from \$ 15,000.00 (fifteen thousand dollars) to \$ 25,000.00 (twenty-five thousand dollars).

Such estimate does not include expenses incurred in the course of legal representation.

The fee estimate contained in this item is based on the following assumptions: (a) Mattos Filho scope of work will be as described above in item 4 and will be completed in two (2) months as of its beginning; (b) the work will be performed in the City of São Paulo; (c) the fee estimate does not contemplate legal advice in connection with (i) M&A transactions, loans and debts, corporate restructuring, issuance of securities, answers to letters from regulators (including the CVM), general meetings or meetings of the board of directors involving complex issues, among other matters; or (ii) complex legal consultations.

The ultimate amount of our fees may increase or decrease based on the complexity and particularities of the legal services to be provided by Mattos Filho. Likewise, this amount may change when we receive more accurate information regarding Sears Brazil and the legal services. On the other hand, if the scope is materially different and our fees exceed the estimate (by 15% or more), we will discuss the reasons with the client and agree on an amount to our fees that is mutually acceptable.

The fees actually incurred by Mattos Filho in the course of the work specified herein will be monthly charged, irrespective of completion of the scope of work described in item 4.

(a) Average hourly rate (if applicable): \$450.00 (four hundred and fifty dollars)

(b) Estimated average monthly compensation based on prepetition retention (if company was employed prepetition):

N/A

6. Prepetition claims against the Debtors held by the company:

Amount of claim: N/A

Date claim arose: N/A

Nature of claim: N/A

7. Prepetition claims against the Debtors held individually by any member, associate, or employee of the company:

Name: N/A

Status: N/A

Amount of claim: N/A

Date claim arose: N/A

Nature of claim: N/A

8. Disclose the nature and provide a brief description of any interest adverse to the Debtors or to their estates for the matters on which the professional is to be employed:

N/A

9. Name and title of individual completing this form:

Paula Vieira de Oliveira, partner of MATTOS FILHO, VEIGA FILHO, MARREY JR. E QUIROGA ADVOGADOS.

Dated: August 21, 2019